

Resolution authorizing the County Administrator to enter into a Loan Agreement with the Ohio Air Quality Development Authority for the financing of various energy conservation measures; the issuance of notes; and authorizing related documents and agreements related to the Loan Agreement

(COMMISSIONERS)

WHEREAS, the County of Franklin, Ohio (the "County") intends to obtain financing through the Ohio Air Quality Development Authority (OAQDA) for the purpose of planning, designing, acquiring, constructing, renovating, installing, and equipping various energy conservation measures (the "Project"), and such intention requires a Loan Agreement between the County and the OAQDA; and

WHEREAS, the OAQDA is authorized to issue air quality revenue bonds and to enter into loan agreements, each in order to finance the acquisition, construction and installation of air quality facilities and to loan the proceeds from the issuance of its air quality revenue bonds to contracting parties, for the purposes of carrying forward the declared policy of the State of Ohio to provide for the conservation of air as a natural resource of the State, and to prevent or abate the pollution thereof, and to provide for the comfort, health, safety and general welfare of all employees, as well as all other inhabitants of the State; and

WHEREAS, the County has requested that the OAQDA assist the County in the financing of the Project in the form of a loan (the "Loan") from OAQDA to the County to be evidenced by a Loan Agreement between OAQDA and the County (the "Loan Agreement") and one or more general obligation notes of the County (the "Notes");

WHEREAS, the OAQDA will make the Loan to the County from proceeds of revenue bonds to be issued by the OAQDA pursuant to Chapter 3706 of the Ohio Revised Code (the "Act") in an aggregate amount not to exceed \$10,000,000 (the "OAQDA Bonds"), in one or more series; which will be special obligations of the OAQDA payable solely from payments made by the County pursuant to the Loan Agreement and the Notes; and

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WHEREAS, the OAQDA Bonds may include a series of tax-exempt bonds under the Internal Revenue Code of 1986, as amended (the "Code"), and a series of "qualified energy conservation bonds" pursuant to Sections 54A and 54D of the Code; and

WHEREAS, the proceeds of the OAQDA Bonds, pending their disbursement to pay costs of the Project and other permitted costs, will be deposited with The Huntington National Bank (the "Escrow Agent") to be held in escrow by the Escrow Agent on the express terms and conditions set forth in an agreement among the County, the OAQDA and the Escrow Agent (the "Escrow Agreement");

WHEREAS, the Project will implement energy conservation measures that address critical infrastructure needs as related to equipment reliability and age, which will deliver significant savings; and

WHEREAS, the underlying statement of Franklin County government's energy efficiency and renewable strategies is reflected in County Commissioner Resolution 683-06, approved August 29, 2006, solidifying the Commissioners' commitment to the mutually compatible goals of environmental protection and economic growth and the commitment to promote sustainable principles in policy decisions; and

WHEREAS, the Board has determined that it is advisable and in the best interest of the County to enter into the Loan Agreement, the Notes, and the Escrow Agreement (collectively, the "Loan Documents") to provide for the financing of the Project as provided herein; and

WHEREAS, the Board of Commissioners desires to authorize the County Administrator to enter into the Loan Agreement, including entering into the related Loan Documents and other documents necessary to

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implement the Loan Agreement, with the Ohio Air Quality Development Authority, pursuant to section 305.30 and 307.041 of the Revised Code; now therefore

BE IT RESOLVED BY THE BOARD OF THE COUNTY COMMISSIONERS OF THE COUNTY OF FRANKLIN, OHIO:

1. That the County Administrator is hereby authorized to enter into a Loan Agreement with the Ohio Air Quality Development Authority, including entering into the related Loan Documents and other documents necessary to implement the Loan Agreement.
2. The Board hereby determines on behalf of the County that the Project is (i) an "air quality facility", as defined in the Act, and (ii) consistent with the purposes of the Act, which are to provide for the conservation of air as a natural resource of the State, prevent or abate the pollution thereof, and provide for the comfort, health, safety and general welfare of all employees, as well as other inhabitants of the State. The Board hereby consents to the issuance of the OAQDA Bonds and the assignment by the OAQDA of some or all of the OAQDA's interests under the Loan Documents to the holders of the OAQDA Bonds as security for the OAQDA Bonds, and acknowledges that the County will be directly obligated to such holders or trustee, and that such holders or trustee may proceed directly against the County to enforce the County's obligations under the Loan Documents.
3. The County Administrator and the County Auditor and each of them, separately and acting alone, are hereby authorized to execute and deliver on behalf of the County, the Loan Documents, including any changes that are not materially adverse to the interests of the

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County. Such changes shall include finalization of the terms of the Loan, including the dated date for the Loan Documents, the dates on which interest on the Notes is to be paid, the purchase price for the Notes, the costs of issuance of the Notes, the maturity schedule for the Notes, the interest rates for the Notes (provided that the true interest cost for all Notes in the aggregate, exclusive of any federal subsidy payments and sinking fund earnings, shall not exceed five and one-half per cent (5-1/2%) per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this resolution as the County Administrator and County Auditor, separately and in their discretion, shall deem appropriate. The approval of any such changes, and that such changes are not materially adverse to the interests of the County, shall be evidenced conclusively by execution and delivery of the Loan Documents by the County Administrator and the County Auditor.

4. The County Administrator and the County Auditor are hereby separately authorized to execute and deliver on behalf of the County, either alone or with others, such other certificates, documents and instruments in connection with the Loan or the Loan Documents as the official(s) executing the same determine are necessary or appropriate in order to carry out the intent of this resolution and to ensure compliance of the OAQDA Bonds with the Code. The authorization of such certificates, documents and instruments, and that they are necessary or appropriate in order to carry out the intent of this resolution and to ensure compliance of the OAQDA Bonds with the Code, shall be conclusively evidenced by execution and delivery of such documents by the County Administrator and the County Auditor, acting separately and alone.

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5. There shall be and is hereby levied annually on all the taxable property in the County, in addition to all other taxes and inside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Notes are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Notes as and when the same falls due and to provide a fund for the repayment of the principal of the Notes at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payments of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the County determines that funds will be available from other sources for the payment of the Notes in any year and are appropriated for such purpose, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available and appropriated.

6. The Clerk of the Board is hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Notes and to furnish a copy of such transcript to the original holder of such Notes. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and

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authority of the County to issue the Notes and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the County Administrator and a no-litigation certificate by the County Administrator and the County Auditor, separately and alone, and such certified copies and certificates shall be deemed representations of the County as to the facts stated therein.

7. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in executing the Loan Agreement and the Notes in order to make the payment of the amounts required to be paid by the County pursuant to the Loan Agreement and the Notes (the "Loan Payments") to make them legal, valid and binding obligations of the County have happened, been done and been performed in regular and due form as required by law; and that the full faith, credit and revenue of the County are hereby irrevocably pledged for the prompt payment of the principal of and interest of the Loan Payments; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in obligating the County to make such Loan Payments.

8. It is hereby found and determined that all formal actions of the Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Board, and that all deliberations of the Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Revised Code.

9. The Clerk of the Board is hereby directed to forward a certified copy of this Resolution to the County Auditor of County of Franklin, Ohio.